

Division of Securities and Business Regulation 2 Martin Luther King Jr. Drive, S. E. Suite 802, West Tower Atlanta, Georgia 30334 404-656-3920 \* FAX 404-657-8410 Email: securities@sos.state.ga.us www.sos.state.ga.us

KAREN HANDEL COMMISSIONER OF SECURITIES

## NONPROFIT ISSUER REGISTRATION

Document and Disclosure Checklist Georgia Securities Act of 1973, As Amended O.C.G.A. § 10-5-5(f) ROBERT D. TERRY
Assistant Commissioner of Securities

PROSPECTUS PAGE Office Use ONLY NOT REQUIRED APPLICATION Control #: ATTACHED ONFILE **APPLICANT: Examiner:** Location **Description of Document/ Disclosure** O.C.G.A. § 10-5 1. APPLICATION FOR REGISTRATION 5(f) A. Complete all applicable parts of application (Form 8) 5(f)(2)(I)B. Document and Disclosure Checklist C. Manual Signatures of Officers and Directors (Note: All Trustees, Directors, etc. MUST sign or give a separate letter of consent. A majority of directors must sign Form 8.) 2. CORPORATE DOCUMENTS 5(f)(2)(F) A. Articles of Incorporation 5(f)(4)(A) B. Bylaws C. Management Contracts D. Indenture or Other Instrument Relating to the Securities to be Registered E. Consent to Service of Process (Form 6) F. Corporate Resolution Authorizing Consent to Issue Securities (Form 6A) G. Date and Place Organized 3. DESCRIPTION OF OFFERING 5(f)(4)(C) A. Type of Securities 5(c)(1)(I) B. Number Offered C. Offering Price and How Computed D. Aggregate Offering E. General Purpose of Offering F. Specific Use of Proceeds G. Commissions, Discounts and Expenses of Offering 5. ESCROW: MANUALLY SIGNED copy of required escrow 5(f)(3)(B) agreement. Ga. Reg. 590-4-3-.07(1)(a)

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 A	- (5 / 1) / <del>5</del> )
6. FINANCIAL STATEMENTS	5 (f)(4)(B)
A. Balance Sheet Certified by Independent Public Accountant	5 (f)(5)
 B. 90 Day Unaudited Balance Sheet prepared according to GAAP     C. State of receipts and disbursement for two (2) years and interim	<b>!</b>
period to date of balance sheet filed, if fiscal year end is not within	
90 days of the filing date, or period of existence, if less.	1
 D. Separate and explain any extraordinary or nonrecurring fluctuation	<b>1</b> i
such as loan proceeds, special gifts, etc. (Show as separate item or	1
any group of like items which represent 5% or more of total receipts	1
or disbursements.)	<b>l</b> 1
Obligation(s) on existing indebtedness must be clearly stated and	I I
explained including:	1
i. Accounts payable as line item under liabilities. If no bills	1
 owed at balance sheet date, insert zero (0). ii. Long-term debts, including a brief summary of each with	<b>,</b>
rate of interest, repayment terms, maturity date and	1
collateral, if any. Details may be in footnote.	1
 iii. If school, insert as line item "Unearned Tuition" under	<b>1</b> 1
liabilities showing amount of any advance tuitions	1
unearned at balance sheet date. If none, enter zero (0).	[
F. Identify person preparing any appraisals used therein. Note: Person	]
MUST be Real Estate Broker or Qualified Professional Appraiser.	ļ l
G. Manually signed statement by two (2) or more officers that financial	
statements are true and correct unless prepared by public	
accountant who has his opinion letter attached.	
7. LEGAL AND PROFESSIONAL OPINIONS AND	5 (f)(2)(D)
STATEMENTS	5 (f)(2)(J)
A. Legal opinion, if property is to be a lien for offering.	<b>,</b> !
B. Written consent by anyone whose opinion or state will be used in	1
connection with the offering	ļ l
C. Manually signed copy of professional opinions of accountant,	
attorney, engineer, appraiser and others.	1
8. LEGENDS	5 (f)(4)(C)
A. Rescission	5 (c)(1)(P)
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A. Rescission B. Disclaimer	5 (c)(1)(P) 6 (d)
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11. SPECIMEN OF SECURITIES TO BE ISSUED	5 (f)(2)(C)
12. UNDERWRITING OR SELLING GROUP AGREEMENT	5 (f)(2)(E)
<ul> <li>13. USE OF PROCEEDS</li> <li>A. Itemized statement showing use of proceeds in the proposed order of priority in which the proceeds will be used for the purposes in the event the offering is not complete. (Note: escrow requirements and fact disbursements of proceeds to be through Indenture Trustee(s).)</li> <li>B. Statement of how additional funds will be obtained, if needed to complete project.</li> <li>C. Must have escrow, when part or all of proceeds are used to retire outstanding indebtedness or used for specific purpose such as construction, purchase of land, etc., through Indenture Trustee(s).</li> <li>D. Statement that construction costs are estimates only which are subject to change, unless based upon firm contracts.</li> <li>E. Statement as to the use of any excess funds after accomplishment of state purposes.</li> <li>F. Insert pay-out or maturity schedule summarized on an annual basis.</li> </ul>	5 (f)(4)(C) 5 (f)(2)(E) 5 (f)(3)(B)
14. EXECUTED COPY OF TRUST INDENTURE SHOWING WHERE RECORDED OF RECORD.  15. MANUALLY SIGNED WRITTEN CONSENT OF	5 (f)(2)(K)
INDENTURE TRUSTEE	
16. MANUALLY SIGNED WRITTEN CONSENT OF PAYING AGENT	
17. IF PROPERTY TO BE LIEN FOR DEBT, EXECUTED COPY OF DEED OF TRUST SHOWING WHERE RECORDED OF RECORD.	
18. BACKGROUND INFORMATION OF ISSUER (If none, so state.)	5 (f)
A. Brief history of issuer B. Denomination or other affiliation. If affiliation exists, state whether guarantees are being made. C. Description of the general area and location of Issuer. D. Accreditation and regulation, if any.	
19. TRUSTEES, DIRECTORS, OFFICERS, MANAGEMENT	5 (t)
<ul> <li>A. Form 8-1 for each trustee, director or other persons performing similar functions.</li> <li>B. Form 8-1 for each officer.</li> <li>C. Description of any material current or past transactions or of any material transactions proposed between the Issuer.</li> <li>D. A statement of all direct and indirect remuneration received by members of the Issuer in connection with the offering.</li> <li>E. A statement of any affiliation between the Issuer or with any person mentioned in 19-A and 19-B with any building contractor or suppliers who have an interest in or may receive any of the proceeds of the issue.</li> </ul>	

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	20. DESCRIPTION OF THE TERMS OF THE DEBT	5(f)
	SECURITY OFFERED:	5(f)(3)(C)(ii)
	A. Description of indenture and/ or deed of trust including the following	5(f)(2)(D)
	information:	-(-)(-)(-)
	i. Interest and interest payment dates- compound and/ or	
	simple rate.	
	ii. Default provisions (Note: 30 days delinquency constitutes	
	act of default.)	
	iii. Redemption and repayment.	
	iv. Subordination (Statement disclosing ranking regarding	
	present and future indebtedness.)	
	v. Sinking fund (Statement showing regular periodic	
	payments sufficient to retire principal and interest at	
	regular and/or maturity date(s).	
	vi. Modification of Indenture and/ or Deed of Trust	
	(Statement disclosing how subsequent amendments ca	
	be made and as to what subsequent amendments can b	<b>e</b>
	made.)	}
	vii. Identification and address of Indenture Trustee including	
	brief statement concerning duties.	
	viii. Identification of Paying Agent including brief statement	
	concerning duties.	
	ix. Insurance coverage on properties of Issuer.	
	x. Any other material facts regarding the rights of bond	
	holders.	~
	xi. Identification of State and County where indenture filed of	
	record	
	B. Information regarding any other organization(s) making a guarantee	
	of payment. (If an affiliation exists, state whether or not any	
	guarantee is being made.)	
	C. If real estate to be pledged:	
	i. Cost of real estate to be pledged.	
	ii. Appraised value of real estate to be pledged. MUST be	
	by Real Estate Broker or Qualified Professional	
	Appraiser.	
	iii. Legal opinion as required by O.C.G.A. § 10-5-5(f)(2)(D). iv. Statement concerning whether the sale of additional	
	bonds may be authorized for same real estate.	
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	21. PLAN OF DISTRIBUTION:	5(f)
-	A. Statement as to whom the offering is being made.	J (1)
	B. Names and address of those compensated to sell the securities OR	
	those acting as fundraising advisors.	
	C. Brief description of the distribution	
	D. A description of all past, present and future dealings with broker or	
	advisor.	
	E. Statement of expenses of the issue, including amount of	
	remuneration to be given to those selling and/ or advising.	
	F. Statement regarding any affiliation or relationship between broker,	i .
	salesperson or advisors and contractors, suppliers, etc. (If none, so	
	state.)	

Please note: The Securities Division posts this checklist for the convenience of its users. This material does not necessarily include all of the information relevant for the filing, registration or renewal of entities or products regulated by the Securities Division. A user of this form and other forms provided should review applicable Georgia law in order to determine whether the user is in compliance with the various filing, registration or renewal requirements.

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